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OF COUNSEL
URBAN A. LESTER

January 27, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO.

14480-C FILED

JAN 27 '00

12-2 3 PM

Dear Mr. Williams:

TS
SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Assignment and Agreement, dated as of December 21, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 14480.

The names and addresses of the parties to the enclosed document are:

Assignor: IBM Credit Corporation
IBM Global Financing
North Caste Drive
Armonk, New York 10504

Assignee: ATEL Capital Equipment Fund VIII, LLC
235 Pine Street
San Francisco, CA 94104

[Secured Party: State of Wisconsin Investment Board]

A description of the railroad equipment covered by the enclosed document is:

197 Ballast cars CR 56549-56748 (excluding, however, CR 56567,
56589, and 56679)
333 Gondola cars CR 582264-582599 (excluding, however CR 582301,
582589, 582538)

25

Mr. Vernon Williams
January 26, 2000
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

JAN 27 '00

12-2 3 PM

**MEMORANDUM OF
ASSIGNMENT AND AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement ("Memorandum of Assignment and Agreement") made and entered into as of December 21, 1999, by and among **ATEL CAPITAL EQUIPMENT FUND VIII, LLC**, a California limited liability company ("Assignee"), **IBM CREDIT CORPORATION**, a Delaware corporation ("Assignor"), **CONSOLIDATED RAIL CORPORATION**, a Pennsylvania corporation ("Lessee"), **STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT**, National Association, a national banking association ("Trustee"), and **STATE OF WISCONSIN INVESTMENT BOARD** ("Note Purchaser").

WITNESSETH:

1. Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights, title and interest, and obligations under and to, that certain beneficial interest of Assignor in the estate (the "Trust Estate") held by the Trustee pursuant to the Trust Agreement dated as of November 15, 1984 (the "Trust Agreement"), between Trustee as trustee, and Assignor, as owner, which Trust Estate includes the Lease of Railroad Equipment dated November 15, 1984 (the "Lease"), between Trustee, as lessor, and Lessee, as lessee, of 530 rail cars bearing the original railroad reporting markings set below, and as later further amended and changed as set forth on Schedule I hereto:

<u>Qty.</u>	<u>Type</u>	<u>Builder</u>	<u>Car Numbers (Both Inclusive)</u>
197	Ballast cars with side dump 1750 cu.ft. 100-ton capacity	Greenville Steel Car Company	CR 56549-56748 (excluding, however, CR 56567, 56589, and 56679)
333	Gondola cars, 52 foot, 5 foot sides, 100-ton capacity	Consolidated Rail Corporation	CR 582264-582599 (excluding, however, CR 582301, 582589, and 582538)

2. Pursuant to the Amendment Agreement dated August 3, 1998 (the "Amendment Agreement"), among Lessee, Assignor, Trustee, and Note Purchaser which was recorded with the STB on February 10, 1999, bearing filing number 14479-C, the Lease was amended to permit the sublease of the cars referred to in paragraph 1 above to New York Central Lines LLC and Pennsylvania Lines LLC, CSX Transportation, Inc., Norfolk Southern Railroad Company, or any railroad directly or indirectly controlled by CSX Corporation or Norfolk Southern Corporation. Schedule I hereto contains the reporting marks of the cars identified in paragraph 1 above, and identifies, to Assignee's knowledge, the most recent sublessees thereof, provided, that Assignee acknowledges such sublessees and reporting marks may change from time to time as provided in the Amendment Agreement.

3. The filings with the Surface Transportation Board, as successor agency to the Interstate Commerce Commission (the "STB"), bearing Recordation number 14479-C, and

14480-A are hereby amended to reflect the assignment of the rights and the assumption of the obligations as between the Assignor and Assignee.

4. Notwithstanding anything in the Lease to the contrary, the original total number of cars initially acquired by the Trustee pursuant to the Trust Agreement, and leased to the Lessee pursuant to the Lease, was actually 536 cars, as indicated above and on Schedule I hereto, and not 538 cars as indicated in the Lease.

5. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

ATEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Corporation, its Manager

By: Vasco H. Moreira

Name: Vasco H. Moreira
Senior Vice President

Title: _____

IBM CREDIT CORPORATION

By: John J. Shroy Jr.

Name: John J. Shroy Jr.

Title: SECRETARY

CONSOLIDATED RAIL CORPORATION

By: Thomas J. McFadden

Name: Thomas J. McFadden

Title: Treasurer


STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, *National Association*

By: 

Name: Alison Della Bella
Assistant Vice President

Title: _____

STATE OF WISCONSIN INVESTMENT BOARD

By: 

Name: James M. Gannon
Investment Director

Title: _____

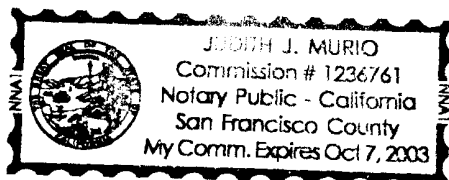
[Notary Acknowledgment Certificates follow]

STATE OF CALIFORNIA }
 }
COUNTY OF SAN FRANCISCO }

SS.

On December 28, 1999, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Vasco H. Morris, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Judith J. Murio
Notary Public

My Commission expires: Oct. 7, 2003

(Notarial Seal)

STATE OF NEW YORK)
)
COUNTY OF Westchester) SS:

On this 30th day of December, 1999, before me the undersigned Notary Public, personally appeared John J. Shay, Jr., personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/~~she~~ is the Secretary of IBM CREDIT CORPORATION, a Delaware corporation, and acknowledged to me that he/~~she~~ duly executed the foregoing instrument and that said execution was his/~~her~~ free act and deed and the free act and deed of said corporation.

Mary Jo D'Alessandro
(Notary Signature)

My commission expires:

3/13/01

MARY JO D'ALESSANDRO
Notary Public, State of New York

Qualified in Westchester County
Commission Expires 3/13/01

STATE OF WISCONSIN)
) SS:
COUNTY OF Dane)

On this 24 day of January, ²⁰⁰⁰~~1999~~, before me the undersigned Notary Public, personally appeared James M. Gannon, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/she is the Investment Director of STATE OF WISCONSIN INVESTMENT BOARD, and acknowledged to me that he/she duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said ~~corporation~~. State agency

W. A. Hennessey
(Notary Signature)

My commission expires:

2-17-02

SCHEDULE I TO MEMORANDUM OF ASSIGNMENT AND AGREEMENT

Reporting Mark	Sublessee	Reporting Mark	Sublessee	Reporting Mark	Sublessee
NYC 582264	NYCCL/CSX	CR 582310	PL/NS	CR 582355	PL/NS
CR 582265	PL/NS	NYC 582311	NYCCL/CSX	NYC 582356	NYCCL/CS
NYC 582266	NYCCL/CSX	CR 582312	PL/NS	CR 582357	PL/NS
CR 582267	PL/NS	CR 582313	PL/NS	NYC 582358	NYCCL/CS
NYC 582268	NYCCL/CSX	NYC 582314	NYCCL/CSX	NYC 582359	NYCCL/CS
CR 582269	PL/NS	CR 582315	PL/NS	NYC 582360	NYCCL/CS
NYC 582270	NYCCL/CSX	CR 582316	PL/NS	NYC 582361	NYCCL/CS
CR 582271	PL/NS	NYC 582317	NYCCL/CSX	CR 582362	PL/NS
NYC 582272	NYCCL/CSX	CR 582318	PL/NS	CR 582363	PL/NS
NYC 582273	NYCCL/CSX	CR 582319	PL/NS	NYC 582364	NYCCL/CS
NYC 582274	NYCCL/CSX	NYC 582320	NYCCL/CSX	CR 582365	PL/NS
CR 582275	PL/NS	NYC 582321	NYCCL/CSX	CR 582366	PL/NS
CR 582276	PL/NS	CR 582322	PL/NS	NYC 582367	NYCCL/CS
CR 582277	PL/NS	CR 582323	PL/NS	NYC 582368	NYCCL/CS
CR 582278	PL/NS	CR 582324	PL/NS	NYC 582369	NYCCL/CS
NYC 582279	NYCCL/CSX	NYC 582325	NYCCL/CSX	NYC 582370	NYCCL/CS
NYC 582280	NYCCL/CSX	CR 582326	PL/NS	NYC 582371	NYCCL/CS
CR 582281	PL/NS	CR 582327	PL/NS	CR 582372	PL/NS
CR 582282	PL/NS	NYC 582328	NYCCL/CSX	CR 582373	PL/NS
CR 582283	PL/NS	CR 582329	PL/NS	NYC 582374	NYCCL/CS
CR 582284	PL/NS	NYC 582330	NYCCL/CSX	NYC 582375	NYCCL/CS
NYC 582285	NYCCL/CSX	CR 582331	PL/NS	CR 582376	PL/NS
CR 582286	PL/NS	CR 582332	PL/NS	CR 582377	PL/NS
NYC 582287	NYCCL/CSX	CR 582333	PL/NS	CR 582378	PL/NS
CR 582288	PL/NS	NYC 582334	NYCCL/CSX	CR 582379	PL/NS
CR 582289	PL/NS	NYC 582335	NYCCL/CSX	NYC 582380	NYCCL/CS
CR 582290	PL/NS	CR 582336	PL/NS	CR 582381	PL/NS
CR 582291	PL/NS	CR 582337	PL/NS	CR 582382	PL/NS
NYC 582292	NYCCL/CSX	CR 582338	PL/NS	NYC 582383	NYCCL/CS
CR 582293	PL/NS	NYC 582339	NYCCL/CSX	NYC 582384	NYCCL/CS
NYC 582294	NYCCL/CSX	CR 582340	PL/NS	NYC 582385	NYCCL/CS
NYC 582295	NYCCL/CSX	NYC 582341	NYCCL/CSX	CR 582386	PL/NS
CR 582296	PL/NS	CR 582342	PL/NS	CR 582387	PL/NS
NYC 582297	NYCCL/CSX	CR 582343	PL/NS	CR 582388	PL/NS
NYC 582298	NYCCL/CSX	CR 582344	PL/NS	CR 582389	PL/NS
NYC 582299	NYCCL/CSX	CR 582345	PL/NS	CR 582390	PL/NS
CR 582300	PL/NS	CR 582346	PL/NS	CR 582391	PL/NS
NYC 582302	NYCCL/CSX	NYC 582347	NYCCL/CSX	CR 582392	PL/NS
CR 582303	PL/NS	CR 582348	PL/NS	NYC 582393	NYCCL/CS
CR 582304	PL/NS	CR 582349	PL/NS	CR 582394	PL/NS
CR 582305	PL/NS	NYC 582350	NYCCL/CSX	NYC 582395	NYCCL/CS
CR 582306	PL/NS	CR 582351	PL/NS	CR 582396	PL/NS
CR 582307	PL/NS	CR 582352	PL/NS	CR 582397	PL/NS
NYC 582308	NYCCL/CSX	CR 582353	PL/NS	CR 582398	PL/NS
CR 582309	PL/NS	NYC 582354	NYCCL/CSX	CR 582399	PL/NS

The Equipment is either subleased to Pennsylvania Lines LLC or New York Central Lines LLC and possibly further subleased to a railroad controlled by Norfolk Southern Coporation or CSX Corporation

SCHEDULE I TO MEMORANDUM OF ASSIGNMENT AND AGREEMENT

Reporting Mark	Sublessee	Reporting Mark	Sublessee	Reporting Mark	Sublessee
CR 582400	PL/NS	CR 582445	PL/NS	NYC 582490	NYCCL/CS
NYC 582401	NYCCL/CSX	CR 582446	PL/NS	NYC 582491	NYCCL/CS
NYC 582402	NYCCL/CSX	CR 582447	PL/NS	NYC 582492	NYCCL/CS
NYC 582403	NYCCL/CSX	CR 582448	PL/NS	NYC 582493	NYCCL/CS
CR 582404	PL/NS	NYC 582449	NYCCL/CSX	CR 582494	PL/NS
CR 582405	PL/NS	CR 582450	PL/NS	NYC 582495	NYCCL/CS
CR 582406	PL/NS	NYC 582451	NYCCL/CSX	CR 582496	PL/NS
NYC 582407	NYCCL/CSX	CR 582452	PL/NS	CR 582497	PL/NS
CR 582408	PL/NS	CR 582453	PL/NS	CR 582498	PL/NS
NYC 582409	NYCCL/CSX	CR 582454	PL/NS	CR 582499	PL/NS
NYC 582410	NYCCL/CSX	CR 582455	PL/NS	NYC 582500	NYCCL/CS
CR 582411	PL/NS	CR 582456	PL/NS	CR 582501	PL/NS
CR 582412	PL/NS	NYC 582457	NYCCL/CSX	NYC 582502	NYCCL/CS
CR 582413	PL/NS	NYC 582458	NYCCL/CSX	CR 582503	PL/NS
CR 582414	PL/NS	NYC 582459	NYCCL/CSX	CR 582504	PL/NS
CR 582415	PL/NS	CR 582460	PL/NS	NYC 582505	NYCCL/CS
CR 582416	PL/NS	NYC 582461	NYCCL/CSX	NYC 582506	NYCCL/CS
NYC 582417	NYCCL/CSX	NYC 582462	NYCCL/CSX	NYC 582507	NYCCL/CS
NYC 582418	NYCCL/CSX	CR 582463	PL/NS	NYC 582508	NYCCL/CS
NYC 582419	NYCCL/CSX	CR 582464	PL/NS	NYC 582509	NYCCL/CS
NYC 582420	NYCCL/CSX	NYC 582465	NYCCL/CSX	NYC 582510	NYCCL/CS
CR 582421	PL/NS	NYC 582466	NYCCL/CSX	CR 582511	PL/NS
CR 582422	PL/NS	CR 582467	PL/NS	CR 582512	PL/NS
CR 582423	PL/NS	CR 582468	PL/NS	CR 582513	PL/NS
CR 582424	PL/NS	NYC 582469	NYCCL/CSX	CR 582514	PL/NS
CR 582425	PL/NS	NYC 582470	NYCCL/CSX	CR 582515	PL/NS
NYC 582426	NYCCL/CSX	NYC 582471	NYCCL/CSX	NYC 582516	NYCCL/CS
NYC 582427	NYCCL/CSX	CR 582472	PL/NS	CR 582517	PL/NS
CR 582428	PL/NS	CR 582473	PL/NS	CR 582518	PL/NS
CR 582429	PL/NS	CR 582474	PL/NS	CR 582519	PL/NS
NYC 582430	NYCCL/CSX	CR 582475	PL/NS	NYC 582520	NYCCL/CS
NYC 582431	NYCCL/CSX	CR 582476	PL/NS	CR 582521	PL/NS
CR 582432	PL/NS	CR 582477	PL/NS	CR 582522	PL/NS
CR 582433	PL/NS	CR 582478	PL/NS	CR 582523	PL/NS
CR 582434	PL/NS	CR 582479	PL/NS	CR 582524	PL/NS
NYC 582435	NYCCL/CSX	NYC 582480	NYCCL/CSX	NYC 582525	NYCCL/CS
CR 582436	PL/NS	NYC 582481	NYCCL/CSX	NYC 582526	NYCCL/CS
CR 582437	PL/NS	NYC 582482	NYCCL/CSX	NYC 582527	NYCCL/CS
CR 582438	PL/NS	CR 582483	PL/NS	CR 582528	PL/NS
NYC 582439	NYCCL/CSX	CR 582484	PL/NS	NYC 582529	NYCCL/CS
NYC 582440	NYCCL/CSX	CR 582485	PL/NS	NYC 582530	NYCCL/CS
CR 582441	PL/NS	CR 582486	PL/NS	NYC 582531	NYCCL/CS
NYC 582442	NYCCL/CSX	CR 582487	PL/NS	NYC 582532	NYCCL/CS
NYC 582443	NYCCL/CSX	NYC 582488	NYCCL/CSX	CR 582533	PL/NS
NYC 582444	NYCCL/CSX	NYC 582489	NYCCL/CSX	NYC 582534	NYCCL/CS

The Equipment is either subleased to Pennsylvania Lines LLC or New York Central Lines LLC and possibly further subleased to a railroad controlled by Norfolk Southern Coporation or CSX Corporation

SCHEDULE I TO MEMORANDUM OF ASSIGNMENT AND AGREEMENT

Reporting Mark	Sublessee	Reporting Mark	Sublessee	Reporting Mark	Sublessee
CR 582535	PL/NS	NYC 582580	NYCCL/CSX		
CR 582536	PL/NS	CR 582581	PL/NS		
NYC 582537	NYCCL/CSX	CR 582582	PL/NS		
CR 582539	PL/NS	NYC 582583	NYCCL/CSX		
CR 582540	PL/NS	CR 582584	PL/NS		
CR 582541	PL/NS	CR 582585	PL/NS		
NYC 582542	NYCCL/CSX	CR 582586	PL/NS		
CR 582543	PL/NS	CR 582587	PL/NS		
CR 582544	PL/NS	NYC 582588	NYCCL/CSX		
NYC 582545	NYCCL/CSX	CR 582590	PL/NS		
CR 582546	PL/NS	NYC 582591	NYCCL/CSX		
CR 582547	PL/NS	CR 582592	PL/NS		
CR 582548	PL/NS	NYC 582593	NYCCL/CSX		
NYC 582549	NYCCL/CSX	NYC 582594	NYCCL/CSX		
CR 582550	PL/NS	NYC 582595	NYCCL/CSX		
NYC 582551	NYCCL/CSX	CR 582596	PL/NS		
NYC 582552	NYCCL/CSX	CR 582597	PL/NS		
CR 582553	PL/NS	CR 582598	PL/NS		
CR 582554	PL/NS	NYC 582599	NYCCL/CSX		
NYC 582555	NYCCL/CSX	* CR 582600	PL/NS		
CR 582556	PL/NS	* CR 582601	PL/NS		
NYC 582557	NYCCL/CSX				
CR 582558	PL/NS				
NYC 582559	NYCCL/CSX				
CR 582560	PL/NS				
NYC 582561	NYCCL/CSX				
CR 582562	PL/NS				
NYC 582563	NYCCL/CSX				
NYC 582564	NYCCL/CSX				
CR 582565	PL/NS				
CR 582566	PL/NS				
NYC 582567	NYCCL/CSX				
NYC 582568	NYCCL/CSX				
NYC 582569	NYCCL/CSX				
NYC 582570	NYCCL/CSX				
NYC 582571	NYCCL/CSX				
CR 582572	PL/NS				
CR 582573	PL/NS				
CR 582574	PL/NS				
NYC 582575	NYCCL/CSX				
CR 582576	PL/NS				
CR 582577	PL/NS				
CR 582578	PL/NS				
NYC 582579	NYCCL/CSX				

* As noted in Paragraph 4 of the Memorandum of Assignment and Agreement, these two cars were not initially acquired by the Trustee pursuant to the Trust Agreement and/or leased to the Lessee pursuant to the Lease, and are not part of this assignment

The Equipment is either subleased to Pennsylvania Lines LLC or New York Central Lines LLC and possibly further subleased to a railroad controlled by Norfolk Southern Corporation or CSX Corporation